

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

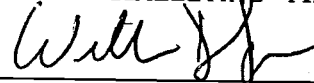
In re:)	Chapter 11
)	
W.R. Grace & Co., et al.,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: January 2, 2009 at 4:00 p.m.
)	Hearing Date: January 13, 2009 at 9:00 a.m.

**ZAI CLAIMANTS' MOTION FOR ORDER OF PRELIMINARY APPROVAL OF
CLASS SETTLEMENT AND CERTIFICATION OF THE U.S. ZAI CLASS**

Pursuant to Fed. R. Bankr. P. 7023 and Fed. R. Civ. P. 23, the ZAI Claimants respectfully move the Court for an Order: (1) preliminarily approving the ZAI class settlement, finding that it is within the range of reasonableness; (2) provisionally certifying the U.S. ZAI class pursuant to Fed. R. Civ. P. 23(a) and 23(b)(3), appointing proposed class representatives, and appointing class counsel; and (3) directing that appropriate notice be sent to individual class members notifying them of preliminary approval of the class settlement, certification of the class, and of their right in respect of the class and the class settlement. The grounds for the motion are set forth in the accompanying Memorandum in Support.

Dated: December 15, 2008
Wilmington, Delaware

SULLIVAN · HAZELTINE · ALLINSON LLC



William D. Sullivan (No. 2820)
William A. Hazeltine (No. 3294)
Elihu E. Allinson, III (No. 3476)
4 East 8th Street, Suite 400
Wilmington, DE 19801
Tel: (302) 428-8191
Fax: (302) 428-8195

-- and --

THE SCOTT LAW GROUP, P.S.
Darrell W. Scott
926 W. Sprague Avenue
Chronicle Building, Suite 680
Spokane, WA 99201
Telephone: (509) 455-3966

-- and --

RICHARDSON, PATRICK, WESTBROOK
& BRICKMAN, LLC
Edward J. Westbrook
Robert M. Turkewitz
1037 Chuck Dawley Blvd., Bldg. A
Mt. Pleasant, SC 29464
Telephone: (843) 727-6500

Special Counsel for ZAI Claimants